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Attorneys for Lenders Protection Group

UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

—ooOoo—

In re:
USA COMMERCIAL MORTGAGE
COMPANY,

Debtor.

Case Nos.:
BK-S-06-10725-LBR
BK-S-06-10726-LBR
BK-S-06-10727-LBR
BK-S-06-10728-LBR
BK-S-06-10729-LBR

In re:
USA CAPITAL REALTY ADVISORS,
LLC,

Debtor.

JOINTLY ADMINISTERED
Chapter 11
Hearing Date: March 1, 2007
Hearing Time: 9:30 a.m.

In re:
USA CAPITAL DIVERSIFIED TRUST
DEED FUND, LLC,

Debtor.

**DECLARATION OF JACQUES MASSA
IN SUPPORT OF MOTION FOR
LIMITED STAY PENDING APPEAL**

In re:
USA FIRST TRUST DEED FUND, LLC,

Debtor.

In re: USA SECURITIES, LLC,

Debtor.

Affects: All Debtors

I, Jacques MASSA, being first duly sworn, do depose and say under the penalty of perjury:

1. I am a creditor in the USA Commercial Mortgage Company ("USACM") bankruptcy case (BK-S-06-10725-LBR) with claims classified as A-4 (General Unsecured Claims) and A-5 (Direct Lender Compromise Claims) classified in Debtors' Third Amended Joint Chapter 11 Plan of Reorganization filed herein on November 15, 2006.

2. I have knowledge of and am competent to testify to the matters stated herein.

3. Attached hereto as Exhibit A are true and correct copies of the loan and or check statements which I received from the Debtor.

4. As detailed in Exhibit A, the Debtors have taken and are holding my property, namely portions of post-petition payments made by third-party borrowers to me as a lender, which payments are processed by Debtor USACM, as a loan servicer.

I hereby swear under penalty of perjury that the assertions of this Declaration are true.

DATED: February 28, 2007

JAYEM FAMILY LIMITED PARTNERSHIP

Legal Vesting Name

By:

Jacques MASSA G.P.
Name

Jacques MASSA
General Partner

USA Commercial Mortgage Company
as Loan Servicing Agent for Loans Listed Below

Check Statement for July 1, 2006 through August 31, 2006

Account ID: 1385

Jayem Family LP, a Nevada limited partnership

7 PARADISE VALLEY CT
HENDERSON, NV 89052-6706

Loan Name	Principal Received In Current Period	Prior Period Principal Due to (from) Investor	Net Interest Received in Current Period	Prior Period Interest Due to (from) Investor	Total Due to (from) Investor
Amesbury/Hatters Point	\$0.00	(\$0.01)	\$0.00	(\$788.65)	(\$788.67)
Bay Pompano Beach	\$105.68	\$0.01	\$235.86	\$18.11	\$359.65
Bundy Canyon \$5,725,000	\$0.00	\$0.00	\$1,863.35	\$2,235.95	\$4,099.30
ComVest Capital	\$0.00	\$0.00	\$57.40	\$59.09	\$116.49
HFA- North Yonkers	\$0.00	\$0.00	\$0.00	\$107.68	\$107.68
La Hacienda Estate, LLC	\$0.00	\$0.00	\$964.58	\$566.74	\$1,531.32
Mountain House Business Park	\$0.00	\$0.00	\$40.71	\$570.44	\$611.15
Rio Rancho Executive Plaza, LLC	\$0.00	\$0.00	\$0.00	\$19.98	\$19.98
	\$105.68	\$0.00	\$3,161.90	\$2,789.33	\$6,056.90

Court Required Holdbacks:

2% Service Fees

Appraisal Costs

Collection Costs

Prepetition Receipts

(\$3,243.77)

(\$565.10)

(\$1,965.39)

(\$249.84)

Net Check Amount: \$32.81

The current period is the period covered by the statement.
The prior period reflects the amounts netted or held back post-petition.
This statement is provided for information purposes only and is intended for the sole benefit of the named vested party.
This statement is not intended to represent a loan payoff quote.
USACM reserves the right to update and supplement this statement.

October 20, 2006

Dear Investor:

Enclosed is the latest statement of activity regarding your legal vesting account for the period July 1 through August 31, 2006. This statement reflects the calculation of the potential distribution due to you based on the principal and interest that has been collected from the Borrowers by USACM on your investment notes during this period.

This statement does not show the historical record of your legal vesting account. It only shows what money USACM has collected during this period and what is being paid to you, if you are to receive any distribution. A loan-by-loan transaction history of your account will be prepared and sent to you in a separate mailing in about a week.

If the "Net Check Amount" is positive (no parentheses), you will also find a check enclosed. If the "Net Check Amount" is negative (shown as a number in parentheses), this number reflects the amount that you still owe to USACM because of prior overpayments of interest.

There are significant differences in how information is presented in this statement versus previous statements. The following is an explanation of the terms that may be used in this statement:

"Current Period" – This means July 1 through August 31, 2006.

"Prior Period" – This means April 13 through June 30, 2006.

Principal Received in Current Period – This is the amount of principal due to you on each loan from money collected by USACM from Borrowers between July 1 and August 31, 2006.

Prior Period Principal Due to (from) Investor – This is the amount of principal due to (from) you on each loan that was netted or held back from April 13 through June 30, 2006.

Net Interest Received in Current Period – This is the amount of accrued interest due to you on each loan from money collected by USACM from Borrowers between July 1 and August 31, 2006. A 1% loan servicing fee has already been deducted.

Prior Period Interest Due to (from) Investor – This is the amount of interest due to (from) you on each loan that was netted or held back from April 13 through June 30, 2006.

2% Service Fees – This is the additional loan servicing fee over the 1% fee described above that the court requires to be deducted. The difference in this statement from previous statements is that the fee now applies to all distributions, not just distributions from loans that have paid off in full.

Appraisal Costs – This is the cost of the appraisal for each loan apportioned across all investors in the loan.

Assignment Verification – If you are involved in the Interpleader Motion or any other assignment of interest issues, this is the holdback of all funds until a determination can be made on who is the valid owner of the account.

Collection Costs – This is any professional fees and expenses associated with collection of principal and interest for loans, apportioned across all investors in the loans.

Pre-petition Receipts – There were \$2.6 million in funds held in the Debtor's Collection Account prior to the bankruptcy filing that cannot be distributed because it has not been determined who should get them, and these funds are being treated similar to diverted principal.

Sincerely,

USA Commercial Mortgage Company